



**Comptroller of the Currency
Administrator of National Banks**

Southern District Licensing
1600 Lincoln Plaza
500 North Akard Street
Dallas, Texas 75201-3323

**Conditional Approval #796
April 2007**

March 30, 2007

Jim Hines
President
3009 South Broad Street
Scottsboro, Alabama 35769

Subject: Application to establish First Bank of Commerce, N.A., as a de novo bank in
Scottsboro, Alabama, CAIS Nr. 2006-SO-01-0024, and branch application 2006-SO-
05-0554

Dear Mr. Hines:

The Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of First Bank of Commerce, National Association. On March 30, 2007, the OCC granted preliminary conditional approval of your charter application after a determination that your proposal met certain regulatory and policy requirements. Your request for a branch office in Rainesville, Alabama is also conditionally approved.

This preliminary conditional approval is granted based on a thorough evaluation of all information available to the OCC, including the representations and commitments made in the application and by the Bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed Bank will apply for Federal Reserve membership and will obtain deposit insurance from the Federal Deposit Insurance Corporation (FDIC).

The OCC has granted preliminary conditional approval only. Final approval and authorization for the Bank to open will not be granted until all pre-opening requirements are met. Until final approval is granted, the OCC has the right to alter, suspend, or revoke this preliminary conditional approval should the OCC deem any interim development to warrant such action.

This preliminary conditional approval is subject to the following conditions:

1. The Bank's initial paid-in capital, net of all organizational and preopening expenses, shall be no less than \$ 8 million. A deviation from the anticipated expense reserves as originally proposed may result in further review and a re-evaluation of the business plan prior to opening.

2. The organizers commit to fulfill, and will actively seek, an on-going training program, specifically designed to provide relevant training in their respective roles while the Bank is operating under the Preliminary Approval. Within 60 days of the date the Bank commences business, the Bank will provide and adhere to a training schedule for all the organizing group members.
3. The Bank will employ a capable commercial lender within 18 months of when the Bank opens for business. When proposing a new lender, the Bank must comply with 12 C.F.R. § 5.20(g)(2).¹
4. Total loans shall not exceed \$15.3 million before the end of the Bank's first year of operation, \$24.0 million before the end of the second year of operation or \$29.4 million before the end of the third year of operation (consistent with amounts shown in the proforma projections) unless the Bank has employed a qualified commercial lender who has been approved by the OCC.
5. The Bank: (i) shall give the Nashville Field Office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations² and (ii) shall obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice. For the first three years of operation, the Bank also must provide a copy of such written notice to the FDIC's Atlanta Regional Supervisory Office.

These conditions of approval are conditions "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 U.S.C. 1818. As such, the conditions are enforceable under 12 U.S.C. 1818.

The manner in which capital is raised must not deviate from that described in the business plan without prior written OCC notification. If the capital for the Bank is not raised within 12 months or if the Bank is not opened for business within 18 months from the preliminary conditional approval date, this approval expires. The OCC is opposed to granting extensions, except under

¹. "As a condition of the charter approval, the OCC retains the right to object to and preclude the hiring of any officer, or the appointment or election of any director, for a two-year period from the date the bank commences business." 12 C.F.R. § 5.20(g)(2).

². If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

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the most extenuating circumstances and when the OCC determines that the delay is beyond the applicant's control. The organizers are expected to proceed diligently, consistent with their application, for the Bank to open for business as soon as possible.

The OCC poses no objection to the following persons serving as executive officers, directors, and/or organizers as proposed in the application:

<u>Name</u>	<u>Title</u>
Danny L. Bostick	Director
George M. Brickley	Director
James L. Hines	Director/President
Ronald E. Jones	Director
Alan D. Peterson	Director
Lon Porch	Director
Richard A. Hamm	Director
Cynthia F. Rice	Director
James A. Robbins	Director/Chief Executive Officer

Prior to the Bank's opening, the Bank must obtain the OCC's prior written determination of no objection for any additional organizers or executive officers, or directors appointed or elected before the person assumes the position. For a two-year period after the Bank commences business, the Bank must file an Interagency Biographical and Financial Report with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position.

The "Charters" booklet in the Comptroller's Licensing Manual provides guidance for organizing your bank. The booklet is located at the OCC's web site: <http://www.occ.gov/corpbook/group4/public/pdf/charters.pdf>. The booklet contains all of the steps you must take to receive your charter.

As detailed in the booklet, you may establish the corporate existence of and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to Licensing Analyst Abel Reyna in this office for our review and acceptance. As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval. The Bank may not begin the business of banking until it fulfills all requirements for a bank in organization and the OCC grants final approval.

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Enclosed are standard requirements and minimum policies and procedures for new national banks. The Bank must meet the standard requirements before it is allowed to commence business and the Board of Directors must ensure that the applicable policies and procedures are established and adopted before the Bank begins operation.

In addition, as the bank develops and formalizes the technology infrastructure, please note the following:

1. The Bank must submit to the Nashville Field Office for review, and prior written determination of no supervisory objection, a complete description of the Bank's final information systems and operations architecture as well as the information systems risk assessment and management plan. This should include a schematic drawing and discussion of the following items:
 - Vendor due diligence and contracts; electronic banking security mechanisms and policies; information systems personnel; internal controls; audit plans; and operating policies and procedures, including, but not limited to, vendor management, web linking, customer authentication and verification, and business resumption contingency plans.
2. The Bank must have performed an independent security review and test of its electronic banking platform. The Bank must have this review performed regardless of whether the platform is operated in-house or by one or more third-party service providers. If the Bank out sources the technology platform, it can rely on testing performed for the service provider to the extent that it satisfies the scope and requirements listed herein. The review must be conducted by an objective, qualified independent source (Reviewer). The scope should cover:
 - All access points, including the Internet, Intranet, or remote access.
 - The adequacy of physical and logical protection against unauthorized access including individual penetration attempts, computer viruses, denial of service, and other forms of electronic access.

By written report, the Reviewer must confirm that the security measures, including the firewall, have been satisfactorily implemented and tested. For additional guidance, refer to the FFIEC IT Examination E-Banking Handbook, pages 26-30, Information Security Program. The booklet is located at the FFIEC's Web site:

http://www.ffiec.gov/ffiecinfbase/booklets/e_banking/e_banking.pdf

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3. The Bank must have a security program in place that complies with the "Interagency Guidelines Establishing Standards for Safeguarding Customer Information" specified at 12 CFR 30, Appendix B.

The OCC also conditionally approved your application to establish a branch at 383 McCurdy Avenue, North, Rainsville, Alabama 35986. This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the bank's representatives. This letter also serves as authorization for the bank to establish Branch Number 137645A at the above-noted address.

If the branch is not opened within 18 months from this approval date, the approval automatically terminates unless the OCC grants an extension.

Within 10 days after opening, the bank must advise this office of the branch's opening date, so the OCC may complete its records. Reference CAIS control numbers 2006-SO-01-0024 and 2006-SO-05-0554 in your letter.

If this branch is closed, a 90-day advance notice of proposed branch closing must be submitted to the OCC pursuant to 12 U.S.C. §1831r-1. Following the closing of the branch office, a final closing notice should be submitted to this office.

Under separate cover, the OCC will send to you an appropriate set of OCC handbooks, manuals, issuances, and selected other publications. This information does not include the Comptroller's Licensing Manual, which is available only in electronic form at our Web site:
<http://www.occ.treas.gov/corpapps/corpapplic.htm>.

This preliminary conditional approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

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A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service. Please direct any questions concerning this preliminary conditional approval to me or to Licensing Analyst Abel Reyna at 214-720-7052.

Yours truly,

/s/

Brenda E. McNeese
Acting Director for District Licensing

Enclosures: Standard Requirements
Minimum Policies and Procedures